

STATE OF GEORGIA

COUNTY OF CLAYTON

RESOLUTION NO. 2012 - 173

RESOLUTION OF THE BOARD OF COMMISSIONERS OF CLAYTON COUNTY TO AUTHORIZE AND APPROVE AN AMENDED AND RESTATED AGREEMENT OF SALE TO BE DATED AS OF SEPTEMBER 1, 2012, BETWEEN THE URBAN REDEVELOPMENT AGENCY OF CLAYTON COUNTY, GEORGIA (THE "AGENCY") AND CLAYTON COUNTY, GEORGIA (THE "COUNTY") AND TO AUTHORIZE AND REQUEST THE ISSUANCE BY THE AGENCY OF ITS URBAN REDEVELOPMENT AGENCY OF CLAYTON COUNTY, GEORGIA REVENUE REFUNDING BONDS (CLAYTON COUNTY, GEORGIA PROJECT), SERIES 2012 (THE "SERIES 2012 BONDS") IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,000,000, FOR THE PURPOSE OF REFUNDING THE REMAINING OUTSTANDING URBAN REDEVELOPMENT AGENCY OF CLAYTON COUNTY, GEORGIA REVENUE BONDS (CLAYTON COUNTY, GEORGIA PROJECT), SERIES 2003 AND THE URBAN REDEVELOPMENT AGENCY OF CLAYTON COUNTY, GEORGIA REVENUE BOND (CLAYTON COUNTY, GEORGIA PROJECT), SERIES 2005; AND FOR OTHER PURPOSES.

WHEREAS, the Board of Commissioners of Clayton County (the "**County**") previously determined that there was a need for it to exercise, within its territorial boundaries, "Urban Redevelopment Powers" pursuant to Official Code of Georgia Annotated, Title 36, Chapter 61, as amended (the "**Act**"); and

WHEREAS, by Resolution of the Board of Commissioners of Clayton County on November 5, 2002 (the "**Prerequisite Resolution**"), the County determined, among other things, the necessity of exercising such Urban Redevelopment Powers due to the presence of one or more areas within the County in which slum areas exist and that the rehabilitation, conservation or redevelopment, or a combination thereof, of such area or areas is necessary in the interests of public health, safety, morals or welfare of the residents of Clayton County; and

WHEREAS, by Resolution of the Board of Commissioners of Clayton County, also adopted on November 5, 2002, certain areas were designated in the hereinafter defined Police Headquarters Urban Redevelopment Plan and Public Health Center Urban Redevelopment Plan as "urban redevelopment areas" or "slum areas" as appropriate for "urban redevelopment projects" within the meaning of the Act; and

WHEREAS, the Agency previously issued its "Urban Redevelopment Agency of Clayton County, Georgia Revenue Bonds (Clayton County, Georgia Project), Series 2003" (the "**Series 2003 Bonds**") in the original aggregate principal amount of \$22,785,000, for the purpose of obtaining funds to finance the costs of acquiring, constructing, and installing the urban redevelopment projects described in the Police Headquarters Urban Redevelopment Plan and the Public Health Center Urban Redevelopment Plan (the "**2003 Project**"), and to finance related costs; and

WHEREAS, the Agency agreed to sell the Series 2003 Project to the County pursuant to an Agreement of Sale dated as of April 1, 2003 (the “**2003 Agreement**”) under the terms of which the County’s payments to the Agency were to be in amounts sufficient to enable the Agency to pay, when due, the principal of, redemption premium (if any) and interest on the Series 2003 Bonds and certain other amounts; and

WHEREAS, the Series 2003 Bonds were issued pursuant to the terms of a Master Bond Resolution adopted by the Agency on April 25, 2003 (the “**Master Bond Resolution**”) which provided for, among other things, the issuance of Bonds (as defined therein) and the collateral assignment of the Agency’s interest in revenues received by the Agency constituting payments of the Purchase Price for the 2003 Project (the “**Pledged Revenues**”) for the benefit of bondholders; and

WHEREAS, the Agency also previously issued its “Urban Redevelopment Agency of Clayton County, Georgia Revenue Bond (Clayton County, Georgia Project), Series 2005 (the “**Series 2005 Bond**”) in the original principal amount of \$4,405,000, for the purpose of obtaining funds to finance the costs of completing the acquisition, construction and installation of the 2003 Project (the “**2005 Completion Project**,” together with the 2003 Project, the “**Project**”); and

WHEREAS, the Agency amended the 2003 Agreement pursuant to a First Amendment to Agreement of Sale dated as of July 1, 2005 (the “**2005 Amendment**”) under the terms of which the County’s payments to the Agency were to be increased in amounts sufficient to enable the Agency to pay, when due, the principal of, redemption premium (if any) and interest on the Series 2005 Bond and certain other amounts; and

WHEREAS, the Series 2005 Bond was issued pursuant to the terms of a Series 2005 Bond Resolution adopted by the Agency on July 12, 2005 (the “**2005 Series Resolution**”); and

WHEREAS, after extensive study and investigation, the Board of Commissioners of the County requested, and the Agency has determined, that it is in the best interests of the citizens of the County to provide for the issuance of a series of “additional bonds” under the Master Bond Resolution in the form of its “Revenue Refunding Bonds (Clayton County, Georgia Project), Series 2012” in the aggregate principal amount of not-to-exceed \$17,000,000 (the “**Series 2012 Bonds**”) in order to provide for the refunding of the remaining outstanding Series 2003 Bonds and Series 2005 Bond and to pay certain costs of issuance related to the Series 2012 Bonds; and

WHEREAS, the Series 2012 Bonds will be issued pursuant to the Act and a resolution of the Agency expected to be adopted by the Agency following the pricing of the Series 2012 Bonds providing the particular terms, interest rates, maturity dates, redemption features and other provisions for the Series 2012 Bonds (the “**2012 Series Resolution**,” together with the 2005 Series Resolution and the Master Bond Resolution, the “**Bond Resolution**”); and

WHEREAS, the Agency and the County propose to amend the 2003 Agreement, as supplemented and amended by the 2005 Amendment by entering into an Amended and Restated Agreement of Sale dated as of September 1, 2012 (the “**Agreement**”) contemporaneously with the delivery of the Series 2012 Bonds, pursuant to which the Agency will agree to (i) exercise certain of the County’s “urban redevelopment project powers” including providing or causing others to provide for the implementation of the urban redevelopment plans including the 2003 Project and (ii) to issue the Series 2012

Bonds to refinance costs of acquiring, constructing and installing the Project; and in consideration therefore the County will agree to (A) make payments to the Agency for such services in amounts sufficient to enable the Agency to pay, when due, the principal of, redemption premium (if any) and interest on the Series 2012 Bonds and other amounts due under the Bond Resolution and (B) pledge its full faith and credit and taxing power to the extent necessary to make the payment required by the Agreement; and

WHEREAS, pursuant to the Agreement, the County will agree to new terms to pay as installment payments of the purchase price (the **"Purchase Price"**) for the Project which will include amounts necessary to permit the Agency to make scheduled payments of principal, interest and premium, if any, on the Series 2012 Bonds, which amounts shall be specified in the 2012 Series Resolution of the Agency subject to the parameters as to the maximum interest rate, maximum annual principal and interest due in any Sinking Fund Year and maturity as specified herein; and

WHEREAS, pursuant to Article IX, Section III, Paragraph I(a) of the Constitution of the State of Georgia of 1983 and the Act, any political subdivision of the State, including the County, may (i) contract for any period not exceeding fifty (50) years with any other public agency or public corporation for joint services, for the provision of services, or for the joint or separate use of facilities or equipment, provided such contracts deal with activities, services or facilities which the contracting parties are authorized by law to undertake or provide; and

WHEREAS, the Agency has the power under the Act to make contracts, leases and to execute all instruments necessary or convenient, including contracts for construction of projects and leases of projects or contracts with respect to the use of projects which it causes to be erected or acquired, and any and all persons, firms, corporations, all cities, all towns and counties and any and all political subdivisions, departments, institutions or agencies of the State are authorized under the Act to enter into the contracts, leases or agreements with the Agency upon such terms and for such purposes as they deem advisable; and

WHEREAS, pursuant to the terms of the Agreement, the County also has agreed to pay certain other expenses of the Agency, including reasonable fees and expenses of custodians, registrars and the rebate analyst, if any; and

WHEREAS, the Agency is expected to authorize the preparation of an Official Statement setting forth the terms of the Series 2012 Bonds and the security therefor, including financial and other information about the County and, as a result, it is necessary for an appropriate official of the County to certify as to the accuracy of certain information contained in the Preliminary Official Statement and the Final Official Statement; and

WHEREAS, prior to the actual issuance and delivery of the Series 2012 Bonds, the Agency, in consultation with the Finance Director of the County, will award the sale of Series 2012 Bonds to one or more purchasers (collectively, the **"Underwriter"**) deemed to have provided the most responsive bid pursuant to a Notice of Sale published prior to a sale date; and

WHEREAS, the County, the Agency and the Underwriter propose to enter into a Bond Purchase Agreement (the **"Bond Purchase Agreement"**) under the terms of which the Underwriter will agree to purchase the Series 2012 Bonds from the Agency on the terms and subject to the conditions set forth herein; and

WHEREAS, the County has determined to deliver a Continuing Disclosure Certificate dated as of September 1, 2012 (the “**Continuing Disclosure Certificate**”) with respect to the Series 2012 Bonds for the purposes of enabling the Underwriter to comply with the requirements of Securities and Exchange Commission Rule 15c2-12 (“**Rule 15c2-12**”) and pursuant to which the County will agree to provide notices of certain events and to submit annually certain financial information and operating data to the Municipal Securities Rulemaking Board; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Clayton County, as follows:

Section 1. Authorized Parameters for Series 2012 Bonds. Under the authority of the Act, for the purpose of refinancing the costs of the 2003 Project and to pay costs of issuance related to the issuance of the Series 2012 Bonds, the County does hereby authorize and consent to the issuance of the “Urban Redevelopment Agency of Clayton County, Georgia Revenue Refunding Bonds (Clayton County, Georgia Project), Series 2012” in the aggregate principal amount of not to exceed \$17,000,000, provided that the interest rate on the Series 2012 Bonds shall not exceed 3.00% per annum and the maximum principal and interest due in any Sinking Fund Year, shall not exceed \$1,700,000. The final maturity of the Series 2012 Bonds shall be February 1, 2028. The Agency, after consultation with and upon securing the agreement of the Finance Director of the County, shall adopt the 2012 Series Resolution following the pricing and prior to the issuance of the Series 2012 Bonds.

Section 2. Authorization of Official Statement. The Chairman, County Manager or Finance Director are each hereby authorized and directed to assist in the preparation of a Preliminary Official Statement and a Final Official Statement (collectively, the “**Official Statement**”), and the County does hereby approve the use and distribution of the same. The Chairman, County Manager or Finance Director are authorized to execute the Official Statement on behalf of the County and to certify as to information about the County contained in the Official Statement, and as to whether such information contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements made therein, in light of the circumstances which they are made, not misleading.

Section 3. Agreement. The Chairman or Vice Chairman of the Board of Commissioners is hereby authorized to execute, deliver and cause the County to perform the obligations on its part contained in the Amended and Restated Agreement of Sale by and between the County and the Agency. The Amended and Restated Agreement of Sale shall be in substantially the form attached hereto as Exhibit “A”, subject to such changes, insertions or omissions as may be approved by Chairman or Vice Chairman of the Board of Commissioners, and the execution of the Agreement as hereby authorized shall constitute conclusive evidence of such approval.

Section 4. Bond Purchase Agreement. The Chairman or Vice Chairman of the Board of Commissioners is hereby authorized to execute, deliver and cause the County to perform the obligations on its part contained in the Bond Purchase Agreement by and among the Underwriter, the Agency and the County. The Bond Purchase Agreement shall be in a form as may be approved by the County Attorney and Finance Director and executed by the Chairman or Vice Chairman of the Board of Commissioners, and the execution of the Bond Purchase Agreement as hereby authorized shall constitute conclusive evidence of such approval.

Section 5. Continuing Disclosure Certificate. The Chairman or Vice Chairman of the Board of Commissioners is hereby authorized to execute, deliver and cause the County to perform the obligations on its part contained in a Continuing Disclosure Certificate, the form of which is to be approved by the Finance Director of the County.

Section 6. Actions of the County Attorney and Finance Director. The County Attorney, the Finance Director and other appropriate officials of the County are authorized to certify any documents and execute any receipts or other closing papers necessary to effect the purposes of the Agreement, the Bond Purchase Agreement or the Continuing Disclosure Certificate. All acts and doings of such officers of the County which are in conformity with the purposes and intents of this Resolution and in furtherance of the execution, delivery and performance of the Agreement, the Bond Purchase Agreement or the Continuing Disclosure Certificate shall be, and the same hereby are, in all respects approved and confirmed.

Section 7. Obligations Absolute and Unconditional. The obligation of the County to make installment payments of the Purchase Price under the Agreement and to perform its other obligations under the Agreement are absolute and unconditional and shall constitute a general obligation of the County and a pledge of the full faith and credit of the County to provide the funds required to fulfill such obligations. The County is hereby authorized to exercise its power of taxation to the extent necessary to fulfill its payment obligations under the Agreement and to make available and use for the payment of such obligations, all such taxes levied and collected for that purpose.

Section 8. Legal Proceeding as to Validity and Enforceability. The Chairman or Vice Chairman of the Board of Commissioners and the County Manager and County Attorney are hereby authorized to file pleadings in the Superior Court of Clayton County establishing the validity and enforceability of the Series 2012 Bonds as provided in Section 36-61-12(f) of the Act.


Section 9. Partial Invalidity. In case any one or more of the provisions of this Resolution shall for any reason be held to be illegal or invalid by a court of competent jurisdiction, such illegality or invalidity shall not affect any other provisions hereof unless expressly so held, but this Resolution shall be construed and enforced as if such illegal or invalid provisions had not been contained herein, and this Resolution shall be construed to adopt, but not to enlarge upon, all applicable provisions of Georgia law, and, if any provisions hereof conflict with any applicable provision of such law, the latter as adopted by the legislature and as interpreted by the courts of this state shall prevail and shall be substituted for any provision hereof in conflict or not in harmony therewith.

Section 10. Repealer. Any and all resolutions or parts of resolutions in conflict with this Resolution shall be and the same hereby are repealed.

Section 11. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

IN WITNESS WHEREOF, the Board of Commissioners of Clayton County has duly adopted this Resolution and has caused its duly authorized officials to execute and deliver this Resolution on this 14th day of August, 2012.

CLAYTON COUNTY, GEORGIA


ELDRIN BELL, CHAIRMAN

(Absent)
WOLE RALPH, VICE CHAIRMAN


GAIL B. HAMBRICK, COMMISSIONER


SONNA SINGLETON, COMMISSIONER

(Abstained)
MICHAEL EDMONDSON, COMMISSIONER

[SEAL]

Attest:


SHELBY D. HAYWOOD, CLERK

Approved as to Form:

County Attorney